

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

IN RE:

ROCKDALE MARCELLUS HOLDINGS,  
LLC and ROCKDALE MARCELLUS, LLC,  
  
Debtors.

Chapter 11

Case No. 21-22080-GLT

(Jointly Administered)

ALFRED T. GIULIANO, SOLELY IN HIS  
CAPACITY AS PLAN ADMINISTRATOR  
FOR ROCKDALE MARCELLUS  
HOLDINGS, LLC and ROCKDALE  
MARCELLUS, LLC,

Document No. \_\_\_\_

Related to Claim Nos. 10035 & 10036

Related to Doc. Nos. 1284, 1324

Movants,

Hearing Date and Time: March 31, 2023, at  
10:00 a.m. (prevailing Eastern Time)

v.

TILDEN MARCELLUS, LLC,

Respondent.

**STIPULATION AND AGREED ORDER RESOLVING CLAIM  
NOS. 10035 AND 10036 OF TILDEN MARCELLUS, LLC AND  
CLAIMS OF THE ROCKDALE DEBTORS AGAINST TILDEN**

Alfred T. Guiliano (the “Rockdale Plan Administrator”), solely in his capacity as Plan Administrator for Rockdale Marcellus Holdings, LLC (“RMH”) and Rockdale Marcellus, LLC (“Rockdale” and, together with RMH, the “Rockdale Debtors”), and Jeffrey T. Varsalone, (the “Tilden Trustee” and together with the Rockdale Plan Administrator, the “Parties” and each a “Party”), solely in his capacity as Liquidating Trustee of the Tilden Liquidating Trust (the “Tilden Trust”), successor to Tilden Marcellus, LLC (“Tilden”), respectfully submit this stipulation (the “Stipulation”) and agreed order to resolve all claims as between the Parties as a global resolution and settlement, including Claim Nos. 10035 and 10036 (the “Tilden Claims”) filed by Tilden

against the Rockdale Debtors as well as Claim Nos. 24 and 25 filed by the Rockdale Debtors against Tilden in its bankruptcy case (the “Rockdale Claims”).

**I. The Rockdale Debtors’ Bankruptcy Cases.**

**WHEREAS**, on September 21, 2021, each of the Rockdale Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, in the United States Bankruptcy Court for the Western District of Pennsylvania (the “Court”);

**WHEREAS**, on October 22, 2021, the Rockdale Debtors filed the *Debtors’ Motion for Entry of an Order (I) Establishing Bar Date for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof* [Doc. No. 238] (the “Bar Date Motion”);

**WHEREAS**, on November 9, 2021, the Court entered an order [Doc. No. 375] (the “Bar Date Order”) granting the relief requested in the Bar Date Motion and establishing certain deadlines for persons or entities holding claims against the Rockdale Debtors to file claims, including a General Bar Date (including claims arising under section 503(b)(9) of the Bankruptcy Code), a Governmental Bar Date, a Rejection Bar Date, and a Supplemental Bar Date (as such terms are defined in the Bar Date Order);

**WHEREAS**, on November 12, 2021, the Rockdale Debtors caused the Bar Date Notice (as defined in the Bar Date Order) to be served in accordance with the procedures outlined in the Bar Date Order;

**WHEREAS**, On April 14, 2022, the Court entered the Rockdale Confirmation Order<sup>1</sup> confirming the Rockdale Plan.<sup>2</sup> The Rockdale Plan became effective by its terms on April 29, 2022 [Doc. No. 1122] (the “Effective Date”);

**WHEREAS**, upon the Effective Date, the Rockdale Plan Administrator was appointed to serve as the Rockdale Debtors’ representative in accordance with section 1123 of the Bankruptcy Code, and has all powers, authority, and responsibilities specified in the Rockdale Plan, including, without limitation, the authority to object to claims. *See* Plan § 14.1;

## **II. The Tilden Bankruptcy Case.**

**WHEREAS**, on February 4, 2022, Tilden commenced its bankruptcy case, Case No. 22-20212-GLT (the “Tilden Bankruptcy Case”), Doc. No. 1;

**WHEREAS**, on March 31, 2022, the Court filed a notice of chapter 11 bankruptcy case [Tilden Bankruptcy Case, Doc. No. 217] that scheduled the section 341 meeting of creditors in the Tilden Bankruptcy Case for May 2, 2022 and, consistent with Local Rule 3003-1, established a proof of claim deadline for all creditors (except a governmental unit) for August 1, 2022 in the Tilden Bankruptcy Case. *Id.*;

**WHEREAS**, on April 21, 2022, Tilden sought to change the originally scheduled bar dates pursuant to Tilden’s *Expedited Motion for Entry of an Order (I) Resetting the Bar Date for Filing Proofs of Claim, (II) Establishing Certain Bar Dates for Filing Prepetition Claims and Administrative Expense Claims, and (III) Granting Related Relief, Including Notice and Filing*

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<sup>1</sup> The “Rockdale Confirmation Order” is the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Second Amended Combined Disclosure Statement and Plan of Liquidation of Rockdale Marcellus Holdings, LLC and Rockdale Marcellus, LLC Under Chapter 11 of the Bankruptcy Code on a Final Basis, and (II) Confirming the Second Amended Combined Disclosure Statement and Plan of Liquidation of Rockdale Marcellus Holdings, LLC and Rockdale Marcellus, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 1070].

<sup>2</sup> The “Rockdale Plan” is the *Second Amended Combined Disclosure Statement and Plan of Liquidation of Rockdale Marcellus Holdings, LLC and Rockdale Marcellus, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 920].

*Procedures* [Tilden Bankruptcy Case, Doc. No. 260], which the Court granted on May 10, 2022, setting the general bar date for June 10, 2022, at 5:00 p.m. (ET) and the governmental bar date for August 3, 2022, at 5:00 p.m. (ET) [Tilden Bankruptcy Case, Doc. No. 329];

**WHEREAS**, on September 1, 2022, Tilden confirmed its liquidating plan (the “Tilden Plan”) [Tilden Bankruptcy Case, Doc. No. 473];

### **III. The Claims’ Process.**

**WHEREAS**, on December 9, 2021, the Tilden Trustee filed the Tilden Claims against the Rockdale Debtors;

**WHEREAS**, the Tilden Claims are identical, asserting a general unsecured claim in an “undetermined” amount against Rockdale (Claim No. 10035) and RMH (Claim No. 10036), respectively, for all claims and rights:

(i) arising out of an intercompany accounts payable reconciliation; (ii) all claims for contribution, indemnification, and consequential damages arising out of claims, actions and litigation naming Claimant as defendant, including but not limited to, (a) *Principle Enterprises, LLC v. Tilden Marcellus, et al.*, Case No. 4:21-cv-01115-MWB, pending in the U.S. District Court for the Middle District of Pennsylvania (the “Principle Action”), and (b) *Brubacher Excavating, Inc., v. Tilden Marcellus, LLC*, Case No. 4:21-cv-01614-MWB, pending in the U.S. District Court for the Middle District of Pennsylvania (the “Brubacher Action”); and (iii) all reasonable attorneys’ fees and expenses incurred in the Principle and Brubacher Actions (collectively, the “Claim”). Specifically, the Claim includes, but is not limited to, all amounts, obligations, costs, expenses, interest, attorneys’ fees, insurance proceeds and other charges due and owing to Claimant from the Debtors incurred prior to, on or after September 21, 2021 (the “Petition Date”).

**WHEREAS**, on June 1, 2022, the Rockdale Plan Administrator filed the Rockdale Claims against Tilden in the Tilden Bankruptcy Case. The Rockdale Claims assert liability owing from Tilden to the Rockdale Debtors “(i) for contribution, unjust enrichment, indemnification, quantum meruit, and consequential damages arising out of any litigation to which Rockdale and the Debtor are parties; and (ii) all reasonable attorneys’ fees and expenses, including, but not

limited to, all amounts, obligations, costs, expenses, interest, attorneys' fees, insurance proceeds and other charges due and owing to Rockdale from the Debtor incurred prior to, on or after the February 4, 2022 petition date." See Rockdale Claims addenda;

**WHEREAS**, on October 20, 2022, the Rockdale Plan Administrator objected (the "Objection") to the Tilden Claims on the basis that the Rockdale Debtors are not liable for the amounts asserted therein;

**WHEREAS**, on December 12, 2022, the Tilden Trustee filed the *Tilden Liquidating Trust's Preliminary Response to the Plan Administrator's Objection to Proofs of Claim Nos. 10035 and 10036 Filed by Tilden Marcellus, LLC* [Doc. No. 1324] which asserted various theories of the Rockdale Debtors' liability for the amounts comprising the Tilden Claims; and

**WHEREAS**, after good-faith, arms'-length negotiation, the Parties desire to resolve all of their disputes relating to both the Tilden Claims and the Rockdale Claims upon the terms set forth in this Stipulation.

**NOW, THEREFORE**, the Parties hereby stipulate and agree, subject to Court approval, as follows:

1. The above recitals are incorporated by reference into this Stipulation with the same force and effect as if fully set forth herein.

2. The Parties have agreed to resolve the Tilden Claims, the Objection, and the Rockdale Claims as follows:

a. Within ten (10) days of the approval of this Stipulation by the Court, the Rockdale Plan Administrator shall pay \$50,000.00 (the "Settlement Amount") to the Tilden Trustee in full and final satisfaction of the Tilden Claims.

b. Upon receipt of the Settlement Amount, the Tilden Trustee agrees that it is not entitled to any further payment or distribution under the Rockdale Plan, from the Rockdale Debtors' bankruptcy estates, or from the Rockdale Plan Administrator.

c. Within fifteen (15) days of the approval of this Stipulation by the Court, the Rockdale Plan Administrator shall withdraw the Rockdale Claims and, upon the withdrawal of the Rockdale Claims, the Rockdale Claims shall be deemed expunged from the Tilden Bankruptcy Case and claim register.

3. Neither Party shall sell or otherwise transfer any portion of its interest in the Tilden Claims or the Rockdale Claims.

4. By executing this Stipulation, each Party represents and warrants that (i) it is the sole owner and holder of the Tilden Claims and Rockdale Claims, (ii) it has not sold, assigned, or transferred the Tilden Claims and Rockdale Claims, and (iii) it shall not amend the Tilden Claims and Rockdale Claims, file any additional proofs of claim against the other Party or commence any other proceedings against the either Party with respect to the liabilities asserted in the Tilden Claims and Rockdale Claims. Any further amendments to the Tilden Claims and Rockdale Claims or any additional claims or proceedings filed by either Party or each of its successors or assigns, against the Parties with respect to the liabilities asserted in the Tilden Claims and Rockdale Claims shall be null, void, and of no effect.

5. By executing this Stipulation, the Rockdale Plan Administrator, without further action, but except in connection with the satisfaction of the obligations under this Stipulation, shall be deemed to have irrevocably and unconditionally, fully, finally, and forever waived and released any and all claims, manner of actions, causes of action, suits, costs, debts, liabilities, obligations, dues, sums of money, accounts, reckonings, bonds, bills, specialties,

covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, and demands whatsoever, of whatever kind or nature, and other rights that the Rockdale Debtors' bankruptcy estates possess, and/or may possess, whether known or unknown and whether matured, contingent, or disputed, in law or equity, against Tilden and against each of its attorneys, representatives, agents, financial advisors, directors, employees, officers, agents, subsidiaries, affiliates, successors, assigns and insurers, individually and collectively; the Tilden Trustee, without further action, but except in connection with the satisfaction of the obligations under this Stipulation, shall be deemed to have waived and released any and all claims, manner of actions, causes of action, suits, costs, debts, liabilities, obligations, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, and demands whatsoever, of whatever kind or nature, and other rights that it possesses, and/or may possess, whether known or unknown and whether matured, contingent, or disputed, against the Rockdale Debtors and their bankruptcy estates, and against their attorneys, representatives, agents, successors, assigns and insurers, individually and collectively; provided, however, that, for the avoidance of doubt, the foregoing waiver and release in no way waives, releases, or impairs any claims, manner of actions, causes of action, suits, costs, debts, liabilities, obligations, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, and demands whatsoever, of whatever kind or nature, and other rights that Tilden or the Tilden Trustee may have against Edward Hebert, Thomas Streeter, Eric Reigle, Energy Operating Corp. or such entity's predecessors, successors, officers, directors, managers, principals, stockholders, partners, members, employees, and controlling persons.

6. The Parties agree that each of the Parties hereto shall bear its own attorneys' fees and costs in connection with the matters resolved hereby.

7. Each of the undersigned represents that he/she is authorized to execute this Stipulation on behalf of the applicable Party.

8. This Stipulation may be executed in multiple counterparts which, together, shall constitute one and the same fully executed agreement.

9. This Stipulation shall be binding upon and inure to the benefit of the Parties' successors and assigns.

10. This Stipulation may not be modified, altered, or changed except in writing and signed by both Parties wherein specific reference is made to this Stipulation.

11. This Stipulation shall be construed and interpreted in accordance with the laws of the Commonwealth of Pennsylvania. For purposes of construing this Stipulation, neither of the Parties shall be deemed to have been the drafter of this Stipulation.

12. This Stipulation sets forth the entire agreement between the Parties hereto, and fully supersedes any prior agreement or understandings between the Parties.

13. This Stipulation and Agreed Order is a final order within the meaning of 28 U.S.C. § 158(a)(1) and is effective immediately upon entry.

14. All deadlines set forth in the *Order Extending Deadlines Regarding the Plan Administrator's Objection to Proofs of Claim Nos. 10035 and 10036 Filed by Tilden Marcellus, LLC and Adjourning Hearings* [Doc. No. 1338] are cancelled.

15. The Court shall retain jurisdiction over the terms and conditions of this Stipulation, and any and all disputes, claims, or actions based upon this Stipulation shall be heard exclusively by the Court.



Prepared by: Omar J. Alaniz, Reed Smith LLP and Morris, Nichols, Arst & Tunnell LP,

Dated: March 3, 2023

**AGREED TO AND ACCEPTED BY:**

REED SMITH LLP

By: /s/ Omar J. Alaniz  
Omar J. Alaniz (admitted *pro hac vice*)  
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Administrator for Rockdale Marcellus  
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LLC*

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By: /s/ Matthew B. Harvey  
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*Counsel to the Tilden Liquidating Trust, as  
successor to the Debtor  
LLC*

AND APPROVED BY THE COURT THIS 3rd Day of March 2023.

  
\_\_\_\_\_  
GREGORY L. TADDONIO  
CHIEF UNITED STATES BANKRUPTCY  
JUDGE

In re:  
Rockdale Marcellus, LLC  
Rockdale Marcellus Holdings, LLC  
Debtors

Case No. 21-22080-GLT  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0315-2  
Date Rcvd: Mar 03, 2023

User: auto  
Form ID: pdf900

Page 1 of 6  
Total Noticed: 1

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 05, 2023:

Recip ID	Recipient Name and Address
aty	Matthew B. Harvey, Morris, Nichols, Arsht & Tunnell, LLP, 1201 N. Market Street, P.O. Box 1347, Wilmington, DE 19899-1347

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

## NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 05, 2023

Signature: /s/Gustava Winters

## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 3, 2023 at the address(es) listed below:

Name	Email Address
Aaron S. Applebaum	on behalf of Attorney DLA Piper LLP (US) aaron.applebaum@us.dlapiper.com carolyn.fox@us.dlapiper.com
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Aaron S. Applebaum	on behalf of Creditor Committee Official Committee of Unsecured Creditors of Tilden Marcellus LLC aaron.applebaum@us.dlapiper.com, carolyn.fox@us.dlapiper.com
Alan C. Hochheiser	on behalf of Creditor AmTrust North America Inc. on behalf of Wesco Insurance Company ahochheiser@mauricewutscher.com
Alexis Allen Leventhal	on behalf of Debtor Rockdale Marcellus Holdings LLC and Rockdale Marcellus, LLC aleventhal@reedsmith.com, slucas@reedsmith.com;aimblum@reedsmith.com
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Lindsey L. Robin

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